

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re:

U.S. Patent Application No.: 08/970,655
Filed: November 14, 1997



For: CONTACT ALERTS FOR
UNCONNECTED USERS

Group Art Unit: 2757

Examiner: Abdullahi Salad

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

**POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST
(REVOCATION OF PRIOR POWERS)**

As Assignee of the entire interest of the above-identified patent, all powers previously given are hereby revoked and

NEW POWER OF ATTORNEY

The following attorneys and agents are hereby appointed to prosecute and transact all business in the U.S. Patent and Trademark Office connected therewith: KENNETH R. GLASER, Registration No. 24,015; RICHARD L. SCHWARTZ, Registration No. 27,227; RANDALL C. BROWN, Registration No. 31,213; MICHAEL E. MARTIN, Registration No. 24,821; STEVEN E. ROSS, Registration No. 35,996; RICK MATOS, Registration No. 40,082; JOHN M. CONE, Registration No. 30,538; HENRY T. CRENSHAW, Jr., Registration No. 37,805; GEORGE R. SCHULTZ, Registration No. 35,675; R. SCOTT RHOADES, Registration No. 44,300, and CHRISTOPHER J. ROURK, Registration No. 39,348 of the firm of AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

SEND ALL CORRESPONDENCE TO:

John M. Cone
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
P.O. Box 688
Dallas, Texas 75313-0688

Direct all telephone calls to: John M. Cone: (214) 969-4214

ASSIGNEE CERTIFICATION

Attached to this Power is a Certificate Under 37 CFR 3.73(b).

WIRELESS INTERNET, INC.

By:

David Rose
President and Chief Executive Officer

CERTIFICATE OF MAILING UNDER 37 C.F.R. § 1.8(a)

I hereby certify that the foregoing documents are being deposited with the U.S. Postal Service on the date shown below with sufficient postage as first class mail and in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231, on this date of Aug - 31, 1999.

Dana Longfellow
Typed or Printed Name

(Signature of Person Mailing Paper)



CERTIFICATE UNDER 37 CFR 3.73(b)

Applicants: John M. Payne and Tim von Kaenel.

Application No.: 08/970,655

Filed: November 14, 1997

Entitled: CONTACT ALERTS FOR UNCONNECTED USERS

Wireless Internet, Inc., a Delaware corporation, certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

A. [] An assignment from the inventors of the patent application identified above.

OR

B. [X] A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:

Assignment from inventors to AirMedia, Inc. recorded with the U.S. Patent and Trademark Office on May 4, 1998, at Reel 9202, Frame 0793 (a copy of which is attached hereto);

Assignment from AirMedia, Inc. to Wireless Internet, Inc., which is concurrently being filed with the U.S. Patent and Trademark Office (a copy of which is attached hereto);

8/20/99

Date

Signature

David Rose

Typed or Printed Name

President and Chief Executive Officer

Title

RECEIVED

SEP 10 1999

TECH CENTER 2700



STAMP mjc
UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

AUGUST 04, 1998

PTAS

FULBRIGHT & JAWORSKI L.L.P.
JOHN M. MAY, ESQ.
865 SOUTH FIGUEROA STREET, 29TH FLOOR
LOS ANGELES, CA 90017



100728140A

SEP 10 1999
CENTER 2700

RECEIVED

RECEIVED AUG 10 1998

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION
OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS
AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER
REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE
INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA
PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD
FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY
CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.
PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE,
ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, *noted by*
SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 05/04/1998

REEL/FRAME: 9202/0793
NUMBER OF PAGES: 3

BRIEF: ASSIGNMENT OF ASSIGNEE'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNEE:

PAYNE, JOHN M.

DOC DATE: 04/21/1998

ASSIGNEE:

VON KAENEL, TIM

DOC DATE: 04/20/1998

ASSIGNEE:

AIRMEDIA, INC.
3501 JAMBOREE ROAD
SOUTH TOWER, SUITE 400
NEWPORT BEACH, CALIFORNIA 92660

SERIAL NUMBER: 08970655

FILING DATE: 11/14/1997
PATENT NUMBER:

ISSUE DATE:

TONYA LEE, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

attorneys → → → ↓
U.S. PATENT & TRADEMARK OFFICE
Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

John M. Payne
Tim Von Kaenel

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 20, 21, 1998

2. Name and address of receiving party(ies):

Name: AirMedia, Inc.

Address: 3501 Jamboree Road

South Tower, Suite 400

City: Newport Beach State/Prov.: CA

Country: USA ZIP: 92660

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No. Filing date

08/970,655 November 14, 1997

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John M. May, Esq.

Registration No. 26,200

Address: FULBRIGHT & JAWORKSI L.L.P.

865 South Figueroa Street

29th Floor

City: Los Angeles State/Prov.: CA

Country: USA ZIP: 90017

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0337

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

JOHN M. MAY, ESQ.

Name of Person Signing

Signature

Date

ASSIGNMENT OF PATENT APPLICATION

We, the undersigned (each) have agreed and hereby agree to assign to AirMedia, Inc. a Division of EX MACHINA, INC., a California corporation having its principal place of business at 3501 Jamboree Road, South Tower, Suite 400, Newport Beach, California, (hereinafter AirMedia), in furtherance of our obligations to AirMedia, and do hereby assign and transfer to AirMedia, its successors and assigns, the entire right, title and interest, including the right of priority, in, to and under an application for Letters Patent of the United States entitled:

CONTACT ALERTS FOR UNCONNECTED USERS

Filing date: November 14, 1997 Serial No.: 08/970,655

and the invention(s) and improvement(s) set forth therein, and any and all continuations, continuations-in-part (C-I-P's), divisionals, and renewals of and substitutes for said application for said Letters Patent, and any and all Letters Patent of the United States and of countries foreign thereto which may be granted thereon or therefor; and any reissues, or reexaminations, or extensions of said Letters Patent.

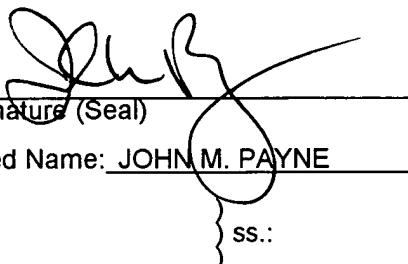
we additionally authorize AirMedia to file applications in my/our name for Letters Patent in any country, to be held and enjoyed by AirMedia, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by us had this assignment, and transfer not been made;

AND we hereby covenant that We have full right to convey the entire interest herein assigned, and that We have not executed and will not execute any agreement in conflict herewith, and We further covenant and agree that we will, each time a request is made, and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said invention(s) or improvement(s), said application and said Letters Patent, to AirMedia, its successors, assigns, nominees or legal representatives, and we agree to communicate to AirMedia, or to its nominee, all known facts respecting said invention(s) or improvement(s), said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers, to execute all disclaimers and divisionals, continuations, C-I-P's, reissue and foreign applications, to make all rightful oaths and declarations, and generally to do everything possible to aid AirMedia, its successors, assigns, nominees and legal representatives to obtain and enforce, for its or their own benefit, proper patent protection for said invention(s) or improvement(s) in any and all countries provided the expenses which may be incurred by us in lending such cooperation and assistance are paid by AirMedia;

AND We hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to AirMedia, as assignee of the entire right, title and interest, any and all Letters Patent for said invention(s) or improvement(s), including any and all Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this assignment.

We further authorize and direct AirMedia attorneys to insert the serial number and filing date of said application now identified by the attorney docket number and title set forth above as soon as the same shall have been made known to them by the United States Patent and Trademark Office.

Inventor's Signature (Seal)



Date :

4/21/98

Inventor's typed Name: JOHN M. PAYNE

State of

{ ss.:

County of

Before me this _____ day of _____, 1998, personally appeared JOHN M. PAYNE who is personally known or proved to me on the basis of satisfactory evidence to be the person who acknowledged the foregoing instrument of assignment to be his/her free act and deed.

Notary Public
My commission expires:

ASSIGNMENT OF PATENT APPLICATION (cont.)

IN WITNESS WHEREOF, I we hereunto set my/our hand(s) and seal(s):

Inventor's Signature (Seal)

Date: 4/20/98

Inventor's typed Name: TIM VON KAENEL

State of)
) ss.:
County of)

Before me this _____ day of _____ 1998, personally appeared TIM VON KAENEL who is personally known or proved to me on the basis of satisfactory evidence to be the person who acknowledged the foregoing instrument of assignment to be his/her free act and deed.

Notary Public
My commission expires:

Inventor's Signature (Seal)

Date Signed: _____

Inventor's typed Name: _____

State of)
) ss.:
County of)

Before me this _____ day of _____ 1998, personally appeared _____ who is personally known or proved to me on the basis of satisfactory evidence to be the person who acknowledged the foregoing instrument of assignment to be his/her free act and deed.

Notary Public
My commission expires:

Inventor's Signature (Seal)

Date Signed: _____

Inventor's typed Name: _____

State of)
) ss.:
County of)

Before me this _____ day of _____, personally appeared _____ who is personally known or proved to me on the basis of satisfactory evidence to be the person who acknowledged the foregoing instrument of assignment to be his/her free act and deed.

Notary Public
My commission expires:

Attorney Docket
No. 031993.0002

ASSIGNMENT

WHEREAS, AIRMEDIA, INC., a corporation organized under the laws of the State of New York, having a principal place of business at 11 East 26th Street – 16th Floor, New York, New York 10010 (hereinafter referred to as the ASSIGNOR), is the sole owner of all right, title and interest in and to the improvements comprehended by the invention entitled:

"Contact Alerts for Unconnected Users"

and as described in:

- U.S. patent application executed on even date herewith.
- U.S. patent application executed _____.
- X U.S. application Serial No. 08/970,655 filed November 14, 1997.
- U.S. Letters Patent No. _____ issued _____,

by virtue of a written assignment from JOHN M. PAYNE and TIM VON KAENEL. to AIRMEDIA, INC.

- executed on even date herewith.
- executed on _____.
- X recorded in the U.S. Patent and Trademark Office on May 4, 1998, at Reel 9202, Frame 0793.

WHEREAS, WIRELESS INTERNET, INC., (hereinafter referred to as the ASSIGNEE), a corporation organized under the laws of the State of Delaware, U.S.A., having a place of business at 11 East 26th Street-16th Floor, New York, New York 10010, is desirous of acquiring all Letters Patent and applications comprehending said invention and improvements;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR has assigned, sold, transferred, quitclaimed, released and set over and by these presents does assign, sell, transfer, quitclaim, release and set over unto ASSIGNEE any and all right, title and interest whatsoever it now has or may have in and to (a) said invention and

worldwide rights therein; (b) any patent application named above, including all divisions, continuations and substitutions thereof; and (c) any Letters Patent named above and all United States and foreign patents which shall issue on said invention, including all reissues, renewals and extensions therefor, for the United States, its territories and possessions and all foreign countries, and to claim priority under any and all treaties and conventions to which the United States of America is signatory including the Paris Convention for the Protection of Industrial Property for such corresponding applications, or any division, continuation or substitution thereof, the same to be held and enjoyed by ASSIGNEE, its assigns and successors, as fully and entirely as the same would have been held and enjoyed by ASSIGNOR, had this assignment not been made.

ASSIGNOR covenants and agrees that it will, at any time upon the request and at the expense of ASSIGNEE, execute and deliver any and all papers and do all lawful acts that may be necessary or desirable, in the opinion of said ASSIGNEE, to enable and assist said ASSIGNEE to (a) secure Letters Patent, both domestic and foreign, on said invention; (b) establish, maintain and secure title in said ASSIGNEE, its successors and assigns, to said invention, application and Letters Patent, including making such title of lawful public record; and (c) defend, establish or otherwise preserve the validity of said Letters Patent against any and all infringers, and perform such other acts as are necessary to give full force and effect to this assignment.

ASSIGNOR represents and covenants that no assignment, mortgage, sale, license, pledge, encumbrance or alienation of said invention, patent application, or Letters Patent has been or will be made or entered into which would conflict with this assignment and sale, except as follows:

- NONE -

The parties hereto hereby authorize and request the Commissioner of Patents and Trademarks of the United States to issue all Letters Patent based on any application named above and each division, continuation, substitution, reissue, renewal or extension thereof to ASSIGNEE, its successors and assigns.

IN TESTIMONY WHEREOF, I have duly executed this Assignment this 24th day of August, 1999.

AIRMEDIA, INC.

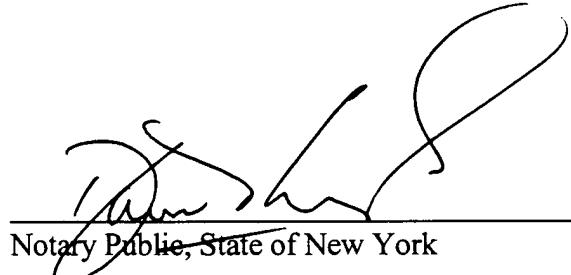
By:


Brenda Jaeck
Chief Financial Officer

STATE OF NEW YORK §
COUNTY OF Kings §
§

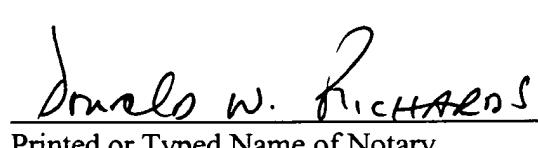
On this 24th day of August, 1999, before me, appeared Brenda Jaeck, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the Assignment as set forth above and acknowledged to me that she executed the same individually and on behalf of for the purposes and consideration therein expressed, and that she is authorized by the bylaws of said corporation or a resolution of its board of directors to execute said Assignment.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 24th day of August, 1999.



Notary Public, State of New York

S E A L



Printed or Typed Name of Notary

My commission expires:

August 03, 2000

#259022



A10
SSK
5-17-99

Attorney Docket No.
031993-0002;

SMALL ENTITY
SMALL BUSINESS CONCERN

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL
ENTITY STATUS (37 C.F.R. §1.9(f) and §1.27(c))--
SMALL BUSINESS CONCERN**

I, David Rose hereby declare that I am

- the owner of the small business concern identified below:
- an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN Wireless Internet, Inc.

ADDRESS OF CONCERN 11 East 26th Street – 16th Floor
 New York, NY 10010

I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 C.F.R. §121.3-18, and reproduced in 37 C.F.R. §1.9(d), for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when, either directly or indirectly, one concern controls or has the power to control the other, or a third-party or parties controls or has the power to control both.

I hereby declare that rights under license, contract or law have been acquired by or conveyed to and remain with the small business concern identified above with regard to the

invention entitled

"CONTACT ALERTS FOR UNCONNECTED USERS"

by inventors John M. Payne and Tim Von Kaenel

as described in

- the specification filed herewith.
- the specification filed November 14, 1997 under Application Serial No. 08/970,655.
- Patent No. _____, issued _____.

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 C.F.R. §1.9(d) or by any concern which would not qualify as a small business concern under 37 C.F.R. §1.9(d) or a nonprofit organization under 37 C.F.R. §1.9(e).

- no such person, concern or organization exists
- any such person, concern or organization is identified below, if applicable:

Full Name _____

Address _____

- individual small business concern
- nonprofit organization

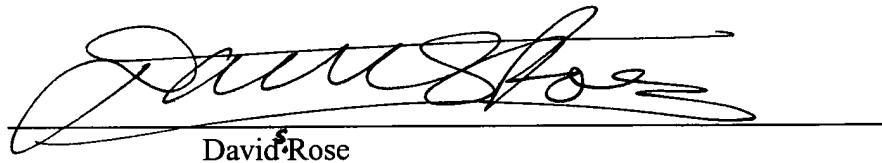
I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small business entity is no longer appropriate. (37 C.F.R. §1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

TYPED NAME OF PERSON SIGNING: David Rose

TITLE: President and Chief Executive Officer

Date: 8/20/99

A handwritten signature of "David Rose" is written over a horizontal line. The signature is cursive and fluid, with "David" on top and "Rose" below it, both starting with a capital letter.

David Rose

#259463 v.2